FORM D



UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM D NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6) AND/OR UNIFORM LIMITED OFFERING EXEMPTION

OMB APPROVAL							
OMB NUMBER: Expires: Estimated average be hours per response							

Senal
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Name of Offering (check if this is a Sale of Series B Preferred Stock of nTAG	n amendment and name has chang Interactive Corporation	ged, and indicate chan	nge.)	
Filing Under (Check box(es) that apply): Type of Filing: ☑ New Filing □	☐ Rule 504 ☐ Rule 505 Amendment	⊠ Rule 506 □	Section 4(6) ULOE	
-	A. BASIC IDENTIFIC	CATION DATA		
1. Enter the information requested about	the issuer			
Name of Issuer (Check if this is an a nTAG Interactive Corporation	mendment and name has changed	, and indicate change.))	
Address of Executive Offices The Schrafft Center, 529 Main Street, Sui	(Number and Street, 0 te 108, Boston, MA 02129	City, State, Zip Code)	Telephone Number (Including Ar (617) 866-9010	rea Code)
Address of Principal Business Operations (if different from Executive Offices)	(Number and Street, (City, State, Zip Code)	Telephone Number (Including Ar	rea Code) EC Mail Processi Section
Brief Description of Business			DDOOFOOED	
Sales and development of electronic tags.			PROCESSED	AHG 2 1 2008
Type of Business Organization			MUU 2 0 2000 2	vvasmington, DC
☑ corporation☑ business trust	☐ limited partnership, already i☐ limited partnership, to be for	formed med	HÖMSÖN REUTERS	111
Actual or Estimated Date of Incorporation Jurisdiction of Incorporation or Organizat		1 1 0 Service abbreviation for		1
	or to omina, it to one	1010ign jurisdiction)		

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6)

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

A. BASIC IDENTIFICATION DATA

- 2. Enter the information requested for the following:
 - Each promoter of the issuer, if the issuer has been organized within the past five years;
 - Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
 - · Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
 - Each general and managing partner of partnership issuers.

Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☑ Executive Officer	☑ Director	☐ General and/or Managing Partner
Full Name (Last name first, if ind	ividual)				
Goretski, David					
Business or Residence Address	(Numb	er and Street, City, State, 2	Zip Code)		
c/o nTAG Interactive Corporation	, The Schrafft Cen	iter, 529 Main Street, Suite	: 108, Boston, MA 02129	•	
Managing Pa Full Name (Last name first, if individual)		☐ General and/or Managing Partner			
Full Name (Last name first, if ind	ividual)				
Mozzer, Michael					
Business or Residence Address	(Numb	er and Street, City, State, 2	Zip Code)	•	
c/o nTAG Interactive Corporation	, The Schrafft Cen	nter, 529 Main Street, Suite	: 108, Boston, MA 02129	•	
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☑ Director	☐ General and/or Managing Partner
Full Name (Last name first, if ind	ividual)				
Eberstadt, George					
	(Numb	er and Street, City, State, 2	Zip Code)	· · · · · · · · · · · · · · · · · · ·	
c/o nTAG Interactive Corporation	, The Schrafft Cen	iter, 529 Main Street, Suite	e 108, Boston, MA 02129	1	
	-				☐ General and/or Managing Partner
Full Name (Last name first, if ind	ividual)				BiBi v viivi
Lawrence, Margaret					
	(Numb	er and Street, City, State, 2	Zip Code)		
c/o The Pilot House, Lewis Wharf	E. Boston, MA 021	10			
		•	☐ Executive Officer	☑ Director	☐ General and/or
E 11 11 (1) (2) (3) (1)			<u> </u>		Managing Partner
Full Name (Last name first, if indi	ividual)				
Business or Residence Address	(Numb	er and Street, City, State, 2	Zip Code)		
c/o The Sevin Rosen Funds, 1345	5 Noel Drive, Suit	e 1670, TX 75240			
		■ Beneficial Owner	Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if indi	ividual)				
	· · - · · · · · · · · · · · · · · · · ·				
Business or Residence Address	(Number	er and Street, City, State, 2	Zip Code)		
c/o The Sevin Rosen Funds, 1345	5 Noel Drive, Suit	e 1670, TX 75240			
Check Box(es) that Apply:	☐ Promoter	☑ Beneficial Owner …	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if indi	ividual)				
Pilot House Ventures Group II, LL	c				
Business or Residence Address	(Numbe	er and Street, City, State, 2	Lip Code)		
The Pilot House, Lewis Wharf, Bo	ston, MA 02110				

A. BASIC IDENTIFICATION DATA

- 2. Enter the information requested for the following:
 - Each promoter of the issuer, if the issuer has been organized within the past five years;
 - Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
 - Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
 - Each general and managing partner of partnership issuers.

Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if ind	ividual)				
Business or Residence Address	(Numb	er and Street, City, State, 2	Lip Code)		
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if ind	ividual)				
Business or Residence Address	(Numb	er and Street, City, State, 2	Zip Code)		
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if ind	ividual)			•	
Business or Residence Address	(Numb	er and Street, City, State, 2	Zip Code)		
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	□ Executive Officer	□ Director	☐ General and/or Managing Partner
Full Name (Last name first, if ind	ividual)				2 0
Business or Residence Address	(Numb	er and Street, City, State, 2	Zip Code)		
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if ind	ividual)				
Business or Residence Address	(Numb	er and Street, City, State, 2	Zip Code)		
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	Director	☐ General and/or Managing Partner
Full Name (Last name first, if ind	ividual)				, <u>, , , , , , , , , , , , , , , , , , </u>
Business or Residence Address	(Numb	er and Street, City, State, 2	Zip Code)		
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	□ Director	☐ General and/or Managing Partner
Full Name (Last name first, if ind	ividual)				<u> </u>
Business or Residence Address	(Numb	er and Street, City, State, 2	Zip Code)		

				B. INF	ORMATIC	N ABOUT	OFFERI	NG		·		•
1 - [1 45 - 3		_ 4 1 1			4:		- :- ali:C	r:0				No
1. Has the iss	suer sold, o	r does the is	ssuer intend	to sell, to	non accredi	tea investo	rs in this of	iering/	,			81
			Ans	wer also in	Appendix,	Column 2,	if filing und	der ULOE.				
2. What is th	e minimum	investmen	t that will b	e accepted	from any in	dividual?					\$ <u>N/A</u>	
Does the offering permit joint ownership of a single unit?												Vo
3. Does the o	offering pen	mit joint ov	vnership of	a single un	it?			***************************************		********		כ
person or	tion for sol agent of a ersons to be	icitation of broker or d listed are a	purchasers ealer registe associated p	in connectored with the	has been on tion with some SEC and such a broke	ales of sector of with a s	urities in thatate or state	ne offering. es, list the r	If a personame of the	n to be li broker or	sted is an dealer. If	associated more than
,	ast name n	ist, ii iiidiv	iduai)									
N/A Business or R	lesidence A	ddress (No	mher and S	treet City	State 7 in C	'ode)						
Dusiness of 1	tesidence A	1001033 (110	moer and 3	acci, city,	State, Zip C	Joue)						
Name of Asse	ociated Bro	ker or Deal	er									<u>.</u> .
States in Whi	ch Person I	icted Hac	Solicited or	Intends to	Solicit Purc	hasers						
		or check in									Ö	All States
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	{ID}
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[LN]	[NM]	[NY]	[NC]	[ND]	(OH)	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]
Full Name (L	ast name fi	rst, if indiv	idual)									
N/A												
Business or R	esidence A	ddress (Nu	mber and S	treet, City,	State, Zip C	Code)						
									_			
Name of Asso	ociated Bro	ker or Deal	ег									
States in Whi	ch Person I	Listed Has S	Solicited or	Intends to	Solicit Purc	hasers						
												All States
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[(L)	[IN]	[IA]	[KS]	{KY}	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	(NI)	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	(PA)
[RI] Full Name (L	[SC]	[SD]	[TN]	[TX]	[עדי]	[VT]	[VA]	[WA]	[WV]	[Wi]	[WY]	[PR]
•	ast name n	130, 11 111014	iddai)									
N/A Business or R	lanidomas A	ddeses (Niv		tenat City	Chata 7: - C	7- 4-1						
Business of R	esidence A	raaiess (iva	mber and S	treet, City,	State, Zip C	.ode)						
Name of Asso	ociated Bro	ker or Deal	er									
States in Whi					Solicit Purc							II States
[AL]	[AK]	[AZ]	[AR]	,	. [CO]	[CT]	[DE]	[DC]	[FL]	[GA]	(HI)	II States
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	(OR)	[PA]
(RI)	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	{wvj	[WI]	[WY]	[PR]

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

Type of Security Debt		Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box \(\precedit{\text{\text{and}}}\) and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.			
Common @ Preferred		•			•
Convertible Securities (including warrants) \$9,156.039 \$7,131.690 Partnership Interests \$0 \$0 \$0 Other (Specify \$0 \$0 \$0 Total Answer also in Appendix, Column 3, if filing under ULOE. 2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero." Accredited Investors 4 \$7,131.690 Non-accredited Investors 4 \$7,131.690 Non-accredited Investors 5 \$1.00 Answer also in Appendix, Column 4, if filing under ULOE. 3. If this filing is for an offering under Rule 504 only) 5 \$1.00 Answer also in Appendix, Column 4, if filing under ULOE. 3. If this filing is for an offering under Rule 504 only) 5. enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first safe of securities in this offering. Classify securities by type listed in Part C - Question 1. Type of offering 5 \$0 \$0 \$0 \$0 \$0 \$0 \$0 \$0 \$0 \$0 \$0 \$0 \$0		Debt	s	0	\$ <u>0</u>
Convertible Securities (including warrants) Partnership Interests Other (Specify Total Answer also in Appendix, Column 3, if filing under ULOE. 2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero." Accredited Investors Accredited Investors Accredited Investors Answer also in Appendix, Column 4, if filing under ULOE. 3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1. Type of offering Rule 504 Regulation A Q S Regulation A Q S Regulation A Q S A A A Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees Printing and Engraving Costs Legal Fees Sales Commissions (specify finders' fees separately) Other Expenses (identify) Blue Sky Filing Fees S S S S S S S S S S S S S		Equity	s	0	S 0
Partnership Interests		□ Common ☑ Preferred			
Other (Specify		Convertible Securities (including warrants)	\$ <u>9</u>	156,039	\$ <u>7,131,690</u>
Answer also in Appendix, Column 3, if filing under ULOE. 2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero." Accredited Investors 4 5,7,131,690 Non-accredited Investors 5 1 4 5,7,131,690 Non-accredited Investors 6 1 4 5,7,131,690 Non-accredited Investors 7 1 5 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1		Partnership Interests	s _	0	\$ 0
Answer also in Appendix, Column 3, if filing under ULOE. 2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero." Aggregate on the total lines. Enter "0" if answer is "none" or "zero." Non-accredited Investors 4 5,131,690 Non-accredited Investors 5 14 5,131,690 Non-accredited Investors 6 15 16 16 16 16 16 16 16 16 16 16 16 16 16		•			S 0
2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero." Accredited Investors 4 5.7,131.690 Non-accredited Investors 5 N/A 5 N/					\$ <u>7,131,690</u>
2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero." Accredited Investors 4 5.7,131.690 Non-accredited Investors 5 N/A 5 N/					
Non-accredited Investors		Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases			Dollar Amount
Total (for filings under Rule 504 only) Answer also in Appendix, Column 4, if filing under ULOE. 3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1. Type of offering Type of offering Rule 505 Regulation A Rule 504 Total Total 4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees Printing and Engraving Costs Legal Fees Engineering Fees Sales Commissions (specify finders' fees separately) Other Expenses (identify) Blue Sky Filing Fees Sales Commissions (specify finders' fees separately) Other Expenses (identify) Blue Sky Filing Fees Sales Commissions (specify finders' fees separately) Other Expenses (identify) Blue Sky Filing Fees Sales Commissions (specify finders' fees separately)		Accredited Investors		4	\$ <u>7,131,690</u>
Answer also in Appendix, Column 4, if filing under ULOE. 3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1. Type of offering Type of Security Rule 505 Regulation A Rule 504 Total 4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees Printing and Engraving Costs Legal Fees Sold Sold Sold Sol Sol Sol Sol		Non-accredited Investors	_	N/A	\$_N/A
Answer also in Appendix, Column 4, if filing under ULOE. 3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1. Type of offering Type of Security Rule 505 Regulation A Rule 504 Total 4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees Printing and Engraving Costs Legal Fees Sold Sold Sold Sol Sol Sol Sol					
3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1. Type of offering Rule 505 Regulation A Rule 504 Total O S Total O S O Total A a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees Printing and Engraving Costs Legal Fees S Engineering Fees S Sales Commissions (specify finders' fees separately) Other Expenses (identify) Blue Sky Filing Fees S S1,250 Slass of the information in the securities in this offering. Sole is sole in the securities in this offering. Sole is sole in the securities in this offering. Sole in the securities in this offering. Sole in the securities in this offering in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. Transfer Agent's Fees S S S S S S S S S S S S S S S S S S		Total (for filings under Rule 504 only)	_		s
sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1. Type of offering Rule 505 Regulation A Rule 504 Rule 504 Total 4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees Printing and Engraving Costs Legal Fees Solution Sold Sold Sold Sold Sold Sold Sold Sold		Answer also in Appendix, Column 4, if filing under ULOE.			
Rule 505 Security Sold 0 \$ 0 \$ 0 \$ 0 \$ 0 \$ 0 \$ 0 \$ 0 \$ 0 \$ 0		sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior			
Rule 505		Type of offering		• •	
Rule 504		Rule 505			\$
Total		Regulation A		0	S
4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees \$ 0 Printing and Engraving Costs \$ 0 Legal Fees \$ 12,000 Accounting Fees \$ 0 Engineering Fees \$ 0 Sales Commissions (specify finders' fees separately) \$ 0 Other Expenses (identify) Blue Sky Filing Fees \$ 1,250		Rule 504		0	S 0
securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees		Total		0	\$
Printing and Engraving Costs □ \$	4.	securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure			
Legal Fees □ \$ 12,000 Accounting Fees □ \$ 0 Engineering Fees □ \$ 0 Sales Commissions (specify finders' fees separately) □ \$ 0 Other Expenses (identify) Blue Sky Filing Fees □ \$ 1,250		Transfer Agent's Fees			s o
Legal Fees □ \$ 12,000 Accounting Fees □ \$ 0 Engineering Fees □ \$ 0 Sales Commissions (specify finders' fees separately) □ \$ 0 Other Expenses (identify) Blue Sky Filing Fees □ \$ 1,250					\$ <u>0</u>
Accounting Fees		Legal Fees			
Sales Commissions (specify finders' fees separately) Other Expenses (identify) Blue Sky Filing Fees \$ 0 \$ 1,250					
Sales Commissions (specify finders' fees separately) Other Expenses (identify) Blue Sky Filing Fees \$ 0 \$ 1,250		Engineering Fees		l	\$
Other Expenses (identify) Blue Sky Filing Fees \$\(\text{1.250} \)					
					\$ <u>1,250</u>

C. OFFERING PRICE	NUMBER OF INVESTORS, EXPENSES AND	USE OF P	ROC	EEDS			
and total expenses furnished in response to	e offering price given in response to Part C – Questic o Part C - Question 4.a. This difference is the				:	5 <u>7,1</u>	<u>18,440</u>
used for each of the purposes shown. If the a estimate and check the box to the left of the	coss proceeds to the issuer used or proposed to be amount for any purpose is not known, furnish an estimate. The total of the payments listed must equal forth in response to Part C - Question 4.b above.	ı	Of Di	ments to ficers, rectors, &	: !		ents To
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		_	_	0	_	_	
				0			
,	on of machinery and equipment						
	s and facilities		2_	0		2_	0
offering that may be used in exchange for	ng the value of securities involved in this or the assets or securities of another	0	s_	0		s_ _	0
			S	0		s .	_0
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• •				0		_	
			-		_	_	
			s	0	п	s	0
		_		0	_		
			"			Ψ <u>.1.</u>	110,770
Total Payments Listed (column totals ad	ded)	·· ·		⊠ \$_	<u>7,118</u>	<u>.440</u>	
	D. FEDERAL SIGNATURE						
following signature constitutes an undertakir	ned by the undersigned duly authorized person. If thing by the issuer to furnish to the U.S. Securities and I issuer to any non-accredited investor pursuant to para	Exchange (Comn	nission, u	роп ч		
ssuer (Print or Type)	Signature		Dat	е			
TAG Interactive Corporation	from with		f	W(.	18	. –	DD 80
Name of Signer (Print or Type)	Title of Signer (Print or Type)			0		1	
David Goretski	President			-			

— ATTENTION ———

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

E. STATE SIGNATURE		
Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule?	Yes □	No ⊠

See Appendix, Column 5, for state response.

- 2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239.500) at such times as required by state law.
- 3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
- 4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type)	Signature	Date
nTAG Interactive Corporation	Der und	AU1.18 2008
Name of Signer (Print or Type)	Title of Signer (Print or Type)	0 1
David Goretski	President	

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX

1	Intend to sell to non-accredited investors in State (Part B-Item 1)		Type of security and aggregate offering price offered in state (Part C-Item 1)	Type of investor and amount purchased in State (Part C-Item 2)			Disqual under Sta (if yes, explana waiver g (Part E-	fication te ULOE attach ttion of granted)	
State	Yes	No	Series B Preferred Stock \$7,131,690	Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
AL									
AK									
AZ									
AR					_				
CA									
СО									
СТ									
DE									
DC									
FL						•			
GA				•					
HI									
ID				·	_				
IL.									
IN									
IA									
KS									
KY									
LA									
ME									
MD						•			
MA		Ø	х	2	\$ 3,605,360				⊠
MI									
MN									
MS									
МО									

APPENDIX

1	to non-a	2 d to sell accredited rs in State	Type of security and aggregate offering price		4 Type of investor and amount purchased in State			Disquali under Sta (if yes, explana waiver g	fication te ULOE attach ition of
	(Part E	3-Item 1)	offered in state (Part C Item 1)			t C-Item 2)	•	(Part E-	Item 1)
State	Yes	No	Series B Preferred Stock \$7,131,690	Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
мт									
NE									
NV									
NH									
ίν									
NM									0
NY									
NC									
ND									
ОН									
ОК									
OR									
PA				-				0	
RI									
SC									
SD									
TN									
TX		×	Х	2	\$3,526,329	0	0		×
UT									
VT									
VA									
WA									
wv									
WI									
WY									
PR	0								

